

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

U.S. SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

v.

BRIAN H. STOKER,

Defendant.

Case No. 11-CIV-7388 (JSR)

ECF Case

**DECLARATION OF BROOK DOOLEY IN SUPPORT OF
BRIAN H. STOKER'S MEMORANDUM IN SUPPORT OF
MOTION FOR SUMMARY JUDGMENT**

I, Brook Dooley, declare and state that:

1. I am an attorney licensed to practice law in the State of California and am a partner with the law firm of Keker & Van Nest LLP, located at 633 Battery Street, San Francisco, California 94111, counsel for Defendant Brian H. Stoker in the above-captioned action. I am duly admitted to practice law before this Court. Except where expressly stated, I have knowledge of the facts set forth herein, and if called to testify as a witness thereto, could do so competently under oath.
2. Attached hereto as **Exhibit 1** is a true and correct copy of the relevant excerpts of the SEC Investigative Deposition Transcript of Robert Pinniger taken on Sept. 30, 2010.
3. Attached hereto as **Exhibit 2** is a true and correct copy of the relevant excerpts of the Deposition Transcript of Nestor Dominguez taken on March 12, 2012.
4. Attached hereto as **Exhibit 3** is a true and correct copy of the relevant excerpts of the Deposition Transcript of Darius Grant taken on March 6, 2012.
5. Attached hereto as **Exhibit 4** is a true and correct copy of the relevant excerpts of the SEC Investigative Deposition Transcript of Samir Bhatt taken on March 16, 2010.
6. Attached hereto as **Exhibit 5** is a true and correct copy of the Class V Funding III, Ltd. Preliminary Discussion Materials, dated Feb. 2007.
7. Attached hereto as **Exhibit 6** is a true and correct copy of the Final Engagement Letter between Citigroup and Credit Suisse, dated Jan. 8, 2007.
8. Attached hereto as **Exhibit 7** is a true and correct copy of the Order Instituting Admin. & Cease & Desist Proceedings, *In re Credit Suisse Alternative Capital LLC*, Admin. Proceedings No. 3-14594, dated Oct. 19, 2011.
9. Attached hereto as **Exhibit 8** is a true and correct copy of the Draft Class V Funding III, Ltd. Offering Circular, dated February 2007.
10. Attached hereto as **Exhibit 9** is a true and correct copy of an email from H. Lee to B. Stoker, et al., dated Feb. 22, 2007.
11. Attached hereto as **Exhibit 10** is a true and correct copy of an email from S. Ito to

B. Stoker, et al., dated Feb. 19, 2007.

12. Attached hereto as **Exhibit 11** is a true and correct copy of the relevant excerpts of the SEC Investigative Deposition Transcript of Brian Stoker, dated March 4, 2010.

13. Attached hereto as **Exhibit 12** is a true and correct copy of the Class V Funding III Offering Circular, dated Feb. 12, 2007.

14. Attached hereto as **Exhibit 13** is a true and correct copy of an email from F. Li to B. Stoker, et al., dated Jan. 29, 2007.

15. Attached hereto as **Exhibit 14** is a true and correct copy of the relevant excerpts of the SEC Investigative Deposition Transcript of Michael Shackelford, dated Jan. 18, 2011.

16. Attached hereto as **Exhibit 15** is a true and correct copy of the relevant excerpts of the SEC Investigative Transcript of John Popp, dated Dec. 7, 2010.

17. Attached hereto as **Exhibit 16** is a true and correct copy of the relevant excerpts of the Deposition Transcript of Shalabh Mehrish, dated March 2, 2012.

18. Attached hereto as **Exhibit 17** is a true and correct copy of the relevant excerpts of the SEC Investigative Deposition Transcript of Brian Carosielli, dated Feb 17, 2010.

19. Attached hereto as **Exhibit 18** is a true and correct copy of the relevant excerpts of an email from S. Bhatt to B. Stoker, dated December 21, 2006.

20. Attached hereto as **Exhibit 19** is a true and correct copy of an email from S. Kahn to D. Quintin, et al., dated Dec. 21, 2006.

21. Attached hereto as **Exhibit 20** is a true and correct copy of an email from S. Bhatt J. Popp, dated Jan. 8, 2007.

22. Attached hereto as **Exhibit 21** is a true and correct copy of the Rebuttal Report of R.M. MacLavery, dated April 6, 2012.

23. Attached hereto as **Exhibit 22** is a true and correct copy of the Expert Report of Robert MacLavery, dated March 16, 2012.

24. Attached hereto as **Exhibit 23** is a true and correct copy of the relevant excerpts of the Deposition Transcript of Robert MacLavery, dated April 18, 2012.

25. Attached hereto as **Exhibit 24** is a true and correct copy of the relevant excerpts of the Deposition Transcript of Denise Crowley, dated April 3, 2012.

26. Attached hereto as **Exhibit 25** is a true and correct copy of the relevant excerpts of the Deposition of Dwight Jaffe, taken on April 16, 2012.

27. Attached hereto as **Exhibit 26** is a true and correct copy of the relevant excerpts of the SEC Investigative Deposition Transcript of David Salz, dated June 28, 2010.

28. Attached hereto as **Exhibit 27** is a true and correct copy of the relevant excerpts of the Expert Witness Report of D. Jaffee Ph.D, dated March 16, 2012.

29. Attached hereto as **Exhibit 28** is a true and correct copy of an email from S. Bhatt to S. Kahn, dated Jan. 10, 2007.

30. Attached hereto as **Exhibit 29** is a true and correct copy of the relevant excerpts of the Deposition Transcript of Donald Quintin, dated March 13, 2012.

31. Attached hereto as **Exhibit 30** is a true and correct copy of the relevant excerpts of the SEC Investigative Deposition Transcript of Donald Quintin, dated Feb. 18, 2010.

32. Attached hereto as **Exhibit 31** is a true and correct copy of the document titled Approval for Guaranteed Total Compensation for Brian Stoker, dated Feb. 26, 2007.

33. Attached hereto as **Exhibit 32** is a true and correct copy of an email from C. Leat to M. Raynes, et al., dated Feb. 26, 2007.

34. Attached hereto as **Exhibit 33** is a true and correct copy of the Offer of Employment for Brian Stoker, dated Feb. 23, 2007.

35. Attached hereto as **Exhibit 34** is a true and correct copy of the *SEC v. Citigroup Global Markets, Inc.*, No. 11-CV-7387, Transcript, dated Nov. 9, 2011.

36. Attached hereto as **Exhibit 35** is a true and correct copy of the relevant excerpts of the SEC Investigative Deposition Transcript of Sohail Khan, dated Aug. 11, 2010.

37. Attached hereto as **Exhibit 36** is a true and correct copy of an email from B. Stoker to B. Carosielli, dated Oct. 26, 2006.

38. Attached hereto as **Exhibit 37** is a true and correct copy of an email from B.

Stoker to D. Quintin, dated Oct. 27, 2006.

39. Attached hereto as **Exhibit 38** is a true and correct copy of an email from S. Kahn to S. Bhatt, dated Nov. 1, 2006.

40. Attached hereto as **Exhibit 39** is a true and correct copy of an email from B. Stoker to D. Grant, dated Dec. 11, 2006.

41. Attached hereto as **Exhibit 40** is a true and correct copy of an email from S. Mehrish to S. Kahn, et al., dated Dec. 21, 2006.

42. Attached hereto as **Exhibit 41** is a true and correct copy of an email from S. Bhatt to B. Stoker, dated Dec. 21, 2006.

43. Attached hereto as **Exhibit 42** is a true and correct copy of an email from S. Bahtt to S. Kahn, dated Jan. 8, 2007.

44. Attached hereto as **Exhibit 43** is a true and correct copy of an email from D. Quintin to D. Quintin, dated July, 31, 2007.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct and that this declaration was executed on May 7, 2012 at San Francisco, California.

/s/ Brook Dooley

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